

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEBRASKA**

In re:

) Chapter 11

SPECIALTY RETAIL SHOPS HOLDING CORP., *et al.*,¹

) Case No. 19-80064 (TLS)

Debtors.

) (Jointly Administered)

**DECLARATION OF SARAH K. BAKER IN SUPPORT OF THE DEBTORS'
APPLICATION FOR ENTRY OF AN ORDER (A) AUTHORIZING THE
EMPLOYMENT AND RETENTION OF HILCO REAL ESTATE, LLC AS
REAL ESTATE ADVISOR EFFECTIVE *NUNC PRO TUNC* TO THE PETITION
DATE, (B) WAIVING CERTAIN TIMEKEEPING REQUIREMENTS PURSUANT
TO LOCAL RULE 2016-1, AND (C) GRANTING RELATED RELIEF**

I, Sarah K. Baker, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information and belief:

1. I am a Vice President and Assistant General Counsel at Hilco Trading, LLC ("Hilco Trading"), the managing member of Hilco Real Estate, LLC ("Hilco Real Estate"), which maintains an office at 5 Revere Drive, Suite 206, Northbrook, Illinois 60062. I am duly authorized to make and submit this declaration (this "Declaration") on behalf of Hilco Real Estate in support of the *Debtors' Application for Entry of an Order (A) Authorizing the Employment and Retention of Hilco Real Estate as Real Estate Advisors Effective Nunc Pro Tunc to the Petition Date, (B) Waiving Certain Timekeeping Requirements Pursuant to Local Rule 2016-2(h), and*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Specialty Retail Shops Holding Corp. (0029); Pamida Stores Operating Co., LLC (6157); Pamida Transportation LLC (4219); Penn-Daniels, LLC (0040); Place's Associates' Expansion, LLC (7526); Retained R/E SPE, LLC (6679); Shopko Finance, LLC (1152); ShopKo Gift Card Co., LLC (2161); ShopKo Holding Company, LLC (0171); ShopKo Institutional Care Services Co., LLC (7112); ShopKo Optical Manufacturing, LLC (6346); ShopKo Properties, LLC (0865); ShopKo Stores Operating Co., LLC (6109); SVS Trucking, LLC (0592);. The location of the Debtors' service address is: 700 Pilgrim Way, Green Bay, Wisconsin, 54304.

(C) *Granting Related Relief* (the “Application”) of the above captioned debtors and debtors in possession (the “Debtors”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

Hilco Real Estate’s Qualifications

2. I believe that Hilco Real Estate and the professionals it employs are well qualified to advise the Debtors on the matters which for Hilco Real Estate is proposed to be employed in a cost effective, efficient, and timely manner.

3. Hilco Real Estate is a diversified real estate consulting and advisory firm that evaluates, restructures, facilitates the acquisition of, and disposes of all types of real estate located both nationally and internationally. Hilco Real Estate and/or certain of its professionals have provided real estate advisory services to debtors in many cases, including, among others: *In re Bertucci’s Holdings, Inc.*, Case No. 18-10894 (Bankr. D. Del. May 3, 2018); *In re hhgregg, Inc.*, Case No. 17-01302 (Bankr S.D. Ind. April 6, 2017); *In re City Sports, Inc.*, Case No. 15-12054 (KG) (Bankr D. Del. Nov. 23, 2015); *In re Cengage Learning, Inc.*, No. 13-44106 (ESS) (Bankr. E.D.N.Y. Nov. 6, 2013); *In re AMF Bowling Worldwide, Inc.*, No. 12-36495 (KRH) (Bankr. E.D. Va. February 25, 2013); and *In re Great Atlantic and Pacific Tea Company, Inc.*, No. 10-24549 (RDD) (Bankr. S.D.N.Y. Mar. 15, 2011).

4. I believe the Debtors have selected Hilco Real Estate as their real estate advisors based upon, among other things: (a) the Debtors’ need to retain a skilled real estate advisory firm to provide advice with respect to the Debtors’ numerous real property leaseholds and ownership interests; and (b) Hilco Real Estate’s extensive experience and expertise in providing consulting and advisory services in connection with the restructuring of leases and the sale of real property in chapter 11 cases such as these. In light of the size of these chapter 11 cases, Hilco Real Estate’s resources, capabilities, and experience are important to the Debtors’ successful restructuring. An

experienced real estate consultant such as Hilco Real Estate fulfills a critical service and complements the services offered by the Debtors' other professionals. For these reasons, I understand that the Debtors believe Hilco Real Estate is both well-qualified and uniquely able to perform the services for which it is being sought to be retained in these chapter 11 cases in an efficient and timely manner, as well as that the retention and employment of Hilco Real Estate is in the best interests of the Debtors, their estates, and other parties-in-interest.

5. Hilco Real Estate commenced its engagement with the Debtors to provide real estate advisory services in connection with the Debtors' chapter 11 cases pursuant to a real estate consulting and advisory services agreement, dated as of December 6, 2018 (the "Services Agreement"), a copy of which is attached hereto as **Exhibit A** to the Application.

Services To Be Provided

6. As further set forth in the Services Agreement, the Debtors have requested that Hilco Real Estate serve as real estate advisor during the chapter 11 cases to perform a broad range of services (the "Services") on behalf of the Debtors in connection with the Debtors' real property holdings. Among other things, the Services include:²

- a. meeting with the Debtors to ascertain the Debtors' goals, objectives and financial parameters and working with the Debtors' management on an ongoing basis to review the Debtors' real estate portfolio, or portions thereof, in order to develop an appropriate series of cost savings and value strategies on both a portfolio-wide and property-by-property basis;
- b. mutually agreeing with the Debtors with respect to a strategic plan for restructuring the Debtors' Leases and selling the Debtors' Properties (the "Strategic Plan");
- c. at the Debtors' direction and on the Debtors' behalf, engaging with the landlord for a particular real property Lease to negotiate the terms of a

² The summary provided herein is otherwise for illustrative purposes only. In the event of any inconsistency between the Services as set forth herein and the Services Agreement the Services Agreement will control. Capitalized terms used but not otherwise defined in this summary shall have the meanings ascribed to them in the Services Agreement.

restructuring agreement for such Lease in accordance with the Strategic Plan, and engaging with potential purchasers to negotiate the terms of purchase and sale agreements of the Debtors' Properties;

- d. providing periodic written reports to the Debtors regarding the status of the negotiations in subsection (c); and
- e. assisting the Debtors in closing the pertinent lease restructuring agreements and real property purchase and sale agreements.

7. Hilco Real Estate is both well-qualified and uniquely able to perform these services and assist the Debtors in these chapter 11 cases. Accordingly, I believe the Services are necessary to enable the Debtors to maximize the value of their estates. Additionally, all of the Services will be undertaken at the request of the Debtors.

Professional Compensation

8. Real estate advisors such as Hilco Real Estate do not typically charge for their services on an hourly basis. Instead, compensation arrangements such as those contemplated by the Services Agreement are customary. Further, such compensation arrangements are consistent with and typical of compensation arrangements entered into by Hilco Real Estate and other comparable firms in connection with the rendering of similar services under similar circumstances.

9. Subject to the Court's authorization, the Debtors will compensate Hilco Real Estate in accordance with the terms and conditions and at the times set forth in the Services Agreement, which provides in relevant part for the following compensation structure (the "Fee Structure"): ³

- a. for each Lease that becomes a Restructured Lease, Hilco Real Estate shall earn a fee equal to the sum of (i) \$1,000 and (ii) the aggregate Restructured Lease Savings multiplied by three percent (inclusive of term shortening, although the fee percentage on Restructured Lease Savings attributable to term shortening shall be calculated at two and three quarters percent and shall be capped at \$15,000 per Lease);

³ The summary provided herein is otherwise for illustrative purposes only and is subject to the Services Agreement in all respects except for the Waived Terms. In the event of any inconsistency between the Fee Structure as set forth herein and the Services Agreement the Services Agreement will control.

- b. for each Lease that becomes a Restructured Lease, Hilco Real Estate shall earn a fee equal to the Restructured Lease Savings Fee. The amounts payable on account of a Restructured Lease shall be paid in a lump sum upon closing of the transaction having the effect of restructuring the Lease, subject to any applicable orders of the Court and other applicable United States Trustee guidelines and laws;
- c. for each Property that is sold, Hilco Real Estate shall earn a fee equal to four percent of the Gross Sale Proceeds. The fee shall be payable at the time of closing on a sale of a Property, subject to any applicable orders of the Court and other applicable United States Trustee guidelines and laws; and
- d. all fees payable to Hilco Real Estate under the Services Agreement shall be free and clear of any liens, claims, and encumbrances, including the liens of any secured parties, subject to any applicable orders of the Court and other applicable United States Trustee guidelines and laws.

10. In addition to any fees payable to Hilco Real Estate, the Debtors will reimburse Hilco Real Estate for its reasonable, documented (through receipts or invoices) out-of-pocket expenses incurred in performing the Services, including, without limitation, reasonable expenses of postage, overnight express courier fees and other mutually agreed-upon expenses incurred in connection with performing the Services.

11. I believe that the Fee Structure is comparable to compensation generally charged by real estate advisory firms of similar stature to Hilco Real Estate for comparable engagements, both in and out of bankruptcy. Furthermore, I believe that the Fee Structure is consistent with Hilco Real Estate's normal and customary billing practices for cases of comparable size that require the level and scope of the Services to be provided in these chapter 11 cases. Moreover, the Fee Structure has been agreed upon by the parties in anticipation that a substantial commitment of professional time and effort will be required of Hilco Real Estate and its professionals, and in the light of the fact that such commitment may foreclose other opportunities for Hilco Real Estate and that the actual time and commitment required of Hilco Real Estate and its professionals to perform

the Services may vary substantially from week to week or month to month, creating “peak load” issues for Hilco Real Estate.

12. Hilco Real Estate’s expertise and experience in the realm of restructuring real estate leases for client companies were important factors in determining the Fee Structure. I believe that the ultimate benefit of the Services cannot be measured by reference to the numbers of hours to be expended by Hilco Real Estate’s professionals in the performance of such Services. I also believe that by using a transactional fee structure, Hilco Real Estate’s compensation is directly tied to and contingent upon the level of cost savings from restructuring the Debtors’ leases, and the proceeds from sales of the Debtors’ owned property, and aligns the interests of Hilco Real Estate with those of the Debtors and the Debtors’ estates.

13. Hilco Real Estate intends to apply for final compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court’s approval, after notice and hearing, and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the compensation guidelines promulgated by the Office of the United States Trustee (the “U.S. Trustee Guidelines”), and any other applicable procedures and orders of the Court, including any order granting this Application (to the extent compliance is not waived).

14. Due to the transactional fee structure of the engagement, Hilco Real Estate requests that it not be required to file detailed time records in accordance with Bankruptcy Rule 2016(a) and the U.S. Trustee Guidelines. Sales and marketing agents generally are not compensated based on hours devoted to their services, and instead are compensated based on fee structures similar to the one proposed in this case. Notwithstanding that Hilco Real Estate does not charge for its services on an hourly basis, Hilco Real Estate will nonetheless file a certification of its fees,

commissions, and reimbursable expenses with the Court and cause such certification to be served on the U.S. Trustee and the Debtors, as well as any other entities required by the Debtors or the Court. Hilco Real Estate will file a final fee application for allowance of the fees and expenses payable under the Services Agreement.

15. I believe that the Fee Structure set forth above is market based and reasonable and should be approved under section 328(a) of the Bankruptcy Code. Additionally, the compensation terms negotiated with Hilco Real Estate were the result of arm's-length negotiations, and I believe such terms are fair and reasonable.

Indemnification

16. The Services Agreement provides that the Debtors and Hilco Real Estate owe certain indemnification obligations to each other. The provisions governing the Debtors and Hilco Real Estate's indemnification obligations (the "Indemnification Provisions") are attached to and made a part of the Services Agreement. The Indemnification Provisions were fully negotiated between the Debtors and Hilco Real Estate at arm's length. Hilco Real Estate believes that, subject to the modifications set forth in the Order, the Indemnification Provisions are customary and reasonable for real estate advisory engagements, both in chapter 11 cases and outside of chapter 11, and reflect the qualifications and limitations on indemnification provisions that are customary in this district and other jurisdictions.

Disclosures Concerning Connections with the Debtors and Parties in Interest

17. The Debtors have numerous creditors, equity holders, and other parties with whom they maintain business relationships. In connection with its proposed retention by the Debtors in these chapter 11 cases, Hilco Real Estate undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Hilco Real Estate obtained from the Debtors and their

representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (the “Potential Parties in Interest”), and such parties are listed on Schedule 1 attached hereto. To the extent that I have been able to ascertain to date that Hilco Real Estate has been engaged within the last two years or is currently engaged by any of the Potential Parties in Interest (or their affiliates, as the case may be) in matters unrelated to these cases, such facts are disclosed on Schedule 2 attached hereto. Schedule 2 also sets forth certain other relationships Hilco Real Estate has with certain Potential Parties in Interest.

18. To the best of my knowledge and belief, Hilco Real Estate has not represented any Potential Parties in Interest in connection with matters relating to the Debtors, their estates, assets, or businesses and will not represent other entities that are creditors of, or have other relationships to, the Debtors in matters relating to these chapter 11 cases except as set forth herein.

19. Attached as Schedule 3 is a list detailing the payments received by Hilco Real Estate in the 90-day period prior to the Petition Date. The Debtors have paid two installments of the Retainer, of which Hilco is holding \$50,000, and three invoices for lease restructuring services, which invoices were paid pursuant to the Services Agreement and in the ordinary course of business. As of the Petition Date, Hilco Real Estate does not hold a prepetition claim against the Debtors for services rendered.

20. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor Hilco Real Estate, nor any of its professional employees has any connection with the Debtors, their creditors, the United States Trustee, or any other Potential Parties in Interest in these chapter 11 cases or their respective attorneys or accounts, except as set forth on Schedule 2.

21. I am not related or connected to and, to the best of my knowledge after reasonable inquiry, no other professional of Hilco Real Estate who will work on this engagement is related or connected to, any United States Bankruptcy Judge for the District of Nebraska, any of the District Judges for the District of Nebraska, the United States Trustee for the District of Nebraska, or any employee in the Office of the United States Trustee for the District of Nebraska.

22. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, none of the employees of Hilco Real Estate working on this engagement on the Debtors' behalf has had, or will have in the future, direct contact concerning these chapter 11 cases with the Debtors' creditors, other Potential Parties in Interest, the United States Trustee, or anyone employed in the Office of the United States Trustee for the District of Nebraska other than in connection with performing the Services on behalf of the Debtors, except as otherwise disclosed herein.

23. To the best of my knowledge, Hilco Real Estate has no agreement with any other entity to share with such entity any compensation received by Hilco Real Estate in connection with the Debtors' bankruptcy cases.

24. Accordingly, except as otherwise set forth herein, and insofar as I have been able to determine after reasonable inquiry, none of Hilco Real Estate, I, nor any employee of Hilco Real Estate who will work on this engagement holds or represents any interest adverse to the Debtors or their estates, and Hilco Real Estate is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code (as modified by section 1107(b) of the Bankruptcy Code), in that Hilco Real Estate, its professionals, and employees:

- a. are not creditors, equity security holders, or insiders of the Debtors;
- b. were not, within two years before the date of filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors; and

- c. do not have an interest materially adverse to the Debtors, their respective estates, or any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason.

25. If any new relevant facts or relationships are discovered or arise during the pendency of these chapter 11 cases, Hilco Real Estate will use reasonable efforts to identify such further developments and will promptly file a supplemental affidavit as required by Bankruptcy Rule 2014.

Efforts to Avoid Duplication of Services

26. Hilco Real Estate believes that its services will be complementary rather than duplicative of the services to be performed by other professionals. Hilco Real Estate will carry out unique functions and will use reasonable efforts to coordinate with the Debtors and their professionals retained in these chapter 11 cases to avoid the unnecessary duplication of services.

[Remainder of page intentionally left blank]

I declare under penalty of perjury under the laws of the United States of America that, to the best of my knowledge, information, and belief, and after reasonable inquiry, the foregoing is true and correct.

Dated: January 22, 2019

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'SKB', is written over a horizontal line.

Declarant: Sarah K. Baker
Title: Vice President and Assistant General
Counsel, Hilco Trading, LLC

SCHEDULE 1

Potential Parties in Interest

Interested Parties

Sub & Affiliates

SKO Group Holding, LLC
 Specialty Retail Shops Holding Corp
 Shopko Finance, LLC
 ShopKo Holding Company, LLC
 Retained R/E SPE, LLC
 ShopKo Stores Operating Co., LLC
 Pamida Stores Operating Co., LLC
 ShopKo Properties, LLC
 Penn-Daniels, LLC
 SVS Trucking, LLC
 ShopKo GiftCard Co., LLC
 ShopKo Optical Manufacturing, LLC
 Shopko Institutional Care Services Co., LLC
 Pamida Transportation LLC
 Place's Associates' Expansion, LLC

Terry Singla
 Kathy Friedland-Howard
 Jon Instefjord
 Matt Schultz
 Debbie Bintlage
 Jeff Druley
 Donna Capichano Simmons
 Kelly Weerts
 Jannie Paschal
 Jimmy Mansker
 Jennifer S. McGinnity
 Casey Lanza
 Donald Roach
 Michael J. McConvery
 Melissa Klafter
 Mohsin Meghji
 Steve Winograd

Shareholders

H.I.G. Sun Partners, Inc.
 KLA-Shopko, LLC
 Pamida Stores Operating Co., LLC
 ShopKo Holding Company, LLC
 ShopKo Stores Operating Co., LLC
 SKO Group Holding, LLC
 Specialty Retail Shops Holding Corp.
 Sun SKO, LLC
 Waverly Securities, LP

Former Officers and Directors

Bruce Roberson
 Cathy Shifflett
 Charles Liu
 Clarence E. Terry
 Darren Singer
 Debbie Bintlage
 Denise Domian
 Dilip Sedani
 Donald Roach
 Donna Capichano Simmons
 Gary Gibson
 J. Per Brodin
 Jack Milligan
 Jannie Paschal
 Jeff Druley
 Jennifer Lemirande
 Jennifer S. McGinnity
 Jim DePaul
 Jimmy Mansker
 Jon Instefjord
 Julian Day

Current Officers and Directors

Russell Steinhorst
 J. Per Brodin
 Susan Buckna
 Gary Gibson
 Denise Domian
 Matt Cahill
 James DePaul
 Ronald Ota
 Ray Petersen
 Todd Armstrong
 Dilip Sedani

Interested Parties

Kathy Friedland-Howard
 Kelly Weerts
 Martin Lee
 Matt Schultz
 Matthew McAdam
 Matthew Sesto
 Melissa Klafter
 Michael J. McConvery
 Mindy DeHate
 Mohsin Meghji
 Peter G. Vandenhouten
 Ray Petersen
 Ronald Milligan
 Ronald Ota
 Russell Steinhorst
 Steve Winograd
 Susan A. Buckna
 Terry Singla
 Todd Armstrong
 William Bresnehan

ORGANIZE IT ALL INCO
 HANESBRANDS INC BAL
 PURE FISHING
 QUAD GRAPHIC
 ONTEL PRODUCTS CORPO
 HNW INDUSTRY INC DBA
 VAXSERVE INC
 HASBRO INCORPORATED
 ROYAL APPLIANCE (HOO
 ESSENDANT CO
 INGRAM ENTERTAINMENT
 U S NUTRITION
 BERGENSONS P
 ALLIANCE ENTERTAINME
 ADIDAS AMERICA INCOR
 SPECTRUM AME
 MELISSA & DOUG LLC
 TRILLIANT FOOD & NUT
 TWENTIETH CENTURY FO
 COMFORT SYST
 HERSHEY CHOCOLATE CO
 BERKELEY RES
 SAMSONITE CORPORATIO
 TRACFONE WIRELESS IN
 PT LAXMIRANI MITRA G
 IGNITE USA
 COLONIAL CANDLE MVP
 NINTENDO OF AMERICA
 GREEN MOUNTAIN COFFE
 JACOB ASH COMPANY IN
 WHITMOR INCORPORATED

Top 50

MCKESSON DRUG
 US BANK
 PROVIDER PAY
 WISCONSIN VISION ASS
 NSA MEDIA GR
 ENGLEWOOD IGLOO
 AMERICAN RUG
 HOME PRODUCTS INTERN
 RUSSELL STOVER CANDI
 ANDA INCORPORATED
 IMPACT INNOVATIONS I
 UNIQUE TREASURES
 KIMBERLY CLARK GLOBA
 MINGTEL INC
 READERLINK DISTRIBUT
 SAUDER WOODWORKING C
 W APPLIANCE CO LLC
 BLACKHAWK NE
 STAR PLASTIC

Bankruptcy Professionals

Kirkland & Ellis
 Houlihan Lokey
 Berkeley Research Group
 Primeclerk
 Teneo
 Gordon Brothers
 Hilco
 Willkie Farr & Gallagher LLP

Litigation

William French
 Lauri Palet
 Denise Tuttle
 Tanya Munkel
 Matthew Munkel
 Brenda Bronson
 Tim McGregor
 Randall Check
 Kinzie Hager
 Neale Johnson
 Betty Lou Ashley
 The Fashion Exchange, LLC
 Horizon Group USA, Inc.
 Galen Rowell
 Global Intellectual Property Services "Deere & Company"
 Bath & Body Works
 Nebraska Department of Environmental Quality
 IDL Worldwide
 J.S. International
 Earl Gaudio & Son, Inc.
 EMC Insurance Companies
 Kirra Sumner
 James Ruehl
 Tabitha Hurford
 Kassandra Soward
 Jacquelyn Meyer
 William Tadisch
 Betty Willenbrang

Spirit Realty L.P.

Landlords

Shopko West Associates
 Spirit SPE Portfolio 2006-1, LLC
 Robin Manitowoc, LLC
 SMTA Shopko Portfolio I, LLC
 Medici Rossmore LLC
 LaCrosse Shopko Properties, LLC
 RCM Wausau LLC
 Keller Real Estate Group
 National Retail Properties, LP
 EQK Bridgeview Plaza, Inc.
 Spirit SPE Portfolio 2006-2, LLC
 WI Cal-Mar, LLC
 Eau Claire Associates L.P.
 7401 MINERAL POINT RD OWNER LLC
 Jeanine Landsinger
 RMD Menasha, LLC, et al
 Alexander & Bishop 1, LLC
 Spirit Master Funding VIII, LLC
 Raymond J. O'Connor and Jennifer S. O'Connor
 Red Bishop Heights JV, LLC
 Marketplace LLC
 Frederick Square Limited Partnership
 DevMar Partners, LLC
 SFI Limited Partnership 100
 NEB Furst, LLC
 Lund 144 Center, LLC and Overland Wolf Building
 Partnership
 CHL Winona LLC
 Capview Income & Value Fund IV, LP
 GFS Building, LLC
 Haile Tekle and Hiwot Tekle
 Well Nampa LLC
 Shopko Boise LLC
 ID Furst Shop, LLC
 Foothill Shadows, LLC
 Retail on 41st Street, LLC
 Phoenix Limited Partnership/Kim Love

Lenders and Lienholders

WELLS FARGO BANK, NATIONAL ASSOCIATION
 TD Bank, N.A.
 CITIZENS BUSINESS CAPITAL, a division of Citizens Asset Finance, Inc.
 BANK OF AMERICA, N.A.
 PNC BANK, NATIONAL ASSOCIATION
 CIT BANK
 JPMORGAN CHASE BANK, N.A.
 U.S. BANK NATIONAL ASSOCIATION
 GORDON BROTHERS FINANCE COMPANY, LLC
 BANK OF MONTREAL

Interested Parties

RCAA Owner, LLC	Theda Care
P.J. Investments	Brixmor SPE 1 LLC
Flintlock Capital, LLC	Jade AA Investments, LLC
Summit Northwest LLC	1011 North Wisconsin Street Owner LLC
RS Sandy Partners, LLC	JBOK Enterprises, LLC
Retreat on Roslyn, LLC	BTS Properties, LLC and Trip Investments, LLC
TPP 217 Taylorsville, LLC	Bellin Memorial Hospital, Inc.
CRG Boise LLC & The Ridge, L.P.	Riverside Medical Center, Inc.
2DF No.2, L.C. & ORBIT 1, LLC	Robin Ellsworth, LLC
Table Rock Mobile Estates, Inc.	Pamida Stores Operating Co., LLC
Corvallis WA, LLC	ARCP SH Valentine NE, LLC
Atlas Shopko Owner, LLC	FIDC XXX LLC
M Group, L.L.C.	Jorgenson Drug, Inc.
Encinal Shopko Redding, LLC	TC Mitchell, LLC and Blacktail Properties, LLC
Bridgeport Retail - Utah, LLC	Nicmeyer, Inc.
Paradise Wisconsin Properties LLC	Rayne Company, Inc
CHL Neenah LLC	Westwind Plaza, Inc.
PAL, Inc. and H. Lauren Lewis Living Trust	FIDC 50 LLC
1ST AVENUE SELF STORAGE, LLC	THE BLOCH FAMILY 2005 PARTNERSHIP, L.P.,
RS Orem Partners, LLC	Zhangusa Investments, LLC d/b/a ZiMart Kermit, LLC
905 South 24th Street West Owner LLC	Chaffin, Inc.
RS Lacey Partners, LLC	Donald and Marlyn Herman
Smithlin, McIntire & young	NLD Hardin, LLC
SHS Building, LLC	Beaver Development, LLC
OB INVESTORS LLC	Hamstra Builders, Inc.
Elizabeth Trainor LLC	Mr. Leslie K. Halbert
THBH SL, L.L.C.	LEECO Properties, Inc
SVK Capital, LLC	FIDC XL LLC
Retained R/E SPE, LLC	The Patton Group Limited Partnership
Concord 6, LLC	Ensign Development Group, LLC
Friedman Brokerage Company-WI, LLC	L & S Properties of Redfield, LLC
Menard, Inc.	CGP Orofino, LLC
OLP Lincoln LLC	Cornelsen Leasing Co
Realty Income Properties 28, LLC	VEREIT SH Cokato MN, LLC
St. Croix Trail, LLC	Lakeside Storage, LLC
Legacy CB LLC	East Med LLC
Lucky 13, LLC	VEREIT, SH Webster City IA, LLC
WG REG Clifton LLC	VEREIT SH Cherokee IA, LLC
ARG Lumar, LLC	Realty Income Corporation
H&M Ely, LLC.	L & S Properties of Milbank, LLC
L & C DG Investments, LLC	East Dakota Properties
Next Generation Properties of Nebraska, LLC	L & S Properties of Webster, LLC

Interested Parties

Leadville Holdings, LLC	Jerry Uittenbogaard
KLEMA PLAZA, INC.	New Hampton Harvester Holdings, LLC
Regency North Indiana LLC	David F. Bolger Revocable Trust/JT Bolger
PPG Yuma, LLC	Spirit Master Funding III, LLC
Almond Blossom, LLC	Winterset Windfall, LLC
Holly Plaza, LLC	Allan S. Noddle
Chelt Development LLC	Onawa-Pam Limited Partnership/Ronald Christenson
Kamin Realty Co.	James Bingham & Loren Knott d/b/a Nottingham Partners
M.A.K. Rentals, LLC	Robert Moorman
Backyard Properties of Rock County, LLC	Richard Mau & Donna Mau/Richard Bogue
R. Lewis & R. Lewis Brillion, Inc.	Lerner Harlan Partnership/c/o The Lerner Company
Marquette Marine LLC	Darrell Andersen & Violet Andersen, Duane Schmidt & Lois Schmidt
FIDC XXIII LLC	Richard C. Kelly
ENJG, Ltd.	Eldora Industrial Development Corp.
Spirit SPE Portfolio 2006-3, LLC	Clover Real Estate, LLC d/b/a Glenwood Plaza
Krist Properties & Wagner Family Ltd Partnership c/o Keith Krist	Development Co./Albert Casey
Barbara Krueger	Community Development Corporation of Greenfield
1515 E. Main St., LLC/Rick Callahan	Olinger Family Trust
Kailas Properties, LLC	N & K Investment Co./Noddle Companies
Pickruhn & Kilinski Enterprises/Phillip Kilinski	Pamida Three, LLC/Paul Schwabe
Big Pond Properties, LLC/Andy Moyle	Pamida Four, LLC/Paul Schwabe
Angeli Management Corp./Don Bastianello	Pamida Five, LLC
Cole SH L'Anse MI, LLC	C. Blaine & Marilyn McVicker
Barry Raskin and Michael Price, TIC	ARCP SH Broken Bow NE, LLC
Two Harbors First LLC/Guy Laverty	Norton Area Development LLC/John Mapes
McCullough Family Partnership c/o McCullough Companies	Bill Tuttle/Wilport LLC
Pickruhn & Kilinski Enterprise/Phillip Kilinski	Pelstar Kimball LLC/Ted Sleder
Kamicutico, LLC	Colleen Kelly and Richard Kelly
Terminal Court LLC	ARCP SH Larned KS, LLC
Daniel G. Kamin Standish LLC	Downtown Modernization, Inc.
Gayle E. Pereira Living Trust	Jerome & Betty Beary
Donald J. Martin FLP/DJ Martin	Jubilee Family Investments, LLC
MRG, Ltd./Marshall Hess	Woods Super Markets, Inc./Donald Woods
Margie Simon/Jerome L. Fine, Agent	Sentry Properties Company/Donald Leathery
Gladwin Holdings, LLC	Jeffrey Austin
Catt's Realty Company	Sam Larry, LLC
Stettinger Enterprises	Cavalier Improvements, Inc./Darold Johnson, Pres.
Hinky Dinky Auburn, LLC/Nash Finch Co. (Mary Lou Kingren)	Donna M. Wiese
D & L Development, LLC/Dave Baumert	The Henning Group, Inc.
Peterson Ventures, LLC	Hamilton Enterprises Central LLC
Humboldt Plaza Associates/c/o The Lerner Co.	Lee-Breitbach, LLP/Mathias F. Breitbach
Hampton Holdings, LLC/James Bingham	Maxwell-MN, LLC
	Kresda, Inc.

SHOPKO

Interested Parties

Haar Properties, LLC
 GUN Group, Inc.
 SH Winner Holdings, LLC
 The Christensen Corporation
 Thomas Mayberry
 Daniel G. Kamin/Kelly Serenko
 2J Investment Group, LLC
 KGL Rentals, Inc./Mike Ortnier
 Sixteenth Street Development, LLC
 Croell Redi-Mix, Inc./Roger Croell
 WY1, LLC
 Dale Jones/Phoenix Plaza, LC
 Pamida Two, LLC/Paul Schwabe
 Genesis Investment Properties
 Shelby-Pam Limited Partnership/Ronald Christenson
 Jack Clark c/o Larry Kloepping
 Two Crow of the Big Sky, LLC/Mark Linkesh
 Gallatin Campground b/d/a KOA Billings
 Pamida One, LLC/Paul Schwabe
 Ron's Supermarket, Inc.
 Lynn H. Nelson Trust
 Pfefferle Management
 SKHT Tomahawk LLC
 FIDC XXXVI LLC
 Argo Whitefish, LLC
 VEREIT SH BALLARD UT, LLC
 CH Ag, LLC
 LCN SKO Omaha (Multi) LLC
 D & D Midwest Warehousing, L.L.C.
 Liljenquist Salt Lake Company, LTD
 Kellogg Shopco Properties, LLC
 Kimco Realty Corporation
 PD2
 Joseph Gallo Farms
 CGSK Tulia, Ltd.
 SMT Littlefield Partners Limited
 Fair Acres Station LLC
 W.A. Enterprises, LLC
 Realty Income Texas Properties 1, LLC
 FD Properties 9 LLC
 Cresco Shopko LLC
 Mohave Valley DG, LLC

Don Levin Trust
 Springerville Plaza, LLC
 Performance Systems, L.C.
 Pontus SK Portfolio, LLC
 Yakima Theatres, Inc
 Columbus Commerce Center, LLC
 Theodore A & Evangeline Laliotis 2012 Revocable Trust
 Mayville 2013 Shopko LLC
 Quincy 28-13, LLC
 Kranthi Realty, LLC
 Green Bay Packaging, Inc.
 CoStar Real Estate Group
 Spirit Spe Portfolio 2006-01, LLC and Spirit Spe Portfolio 2006-2, LLC

Insurers

3E
 Aires Consulting (Gallagher Bassett)
 American Bankers Insurance
 Aon Risk Services
 Buxbaum, Daue & Fitzpatrick
 BWC State Ins Fund
 Careworks Comp
 CareWorks Consultants
 Carla Hengel
 Chubb Limited
 Criselda Vasquez
 Dena Cooper
 Dept of L&I (WA)
 Diane Conder
 Donald Brown
 Ebix, Inc.
 Engels, Ketcham, Olson & Keith PC
 Enterprise Rent A Care
 ERN West
 ERNwest
 ESIS
 Factual Data
 Gallagher Bassett
 Hall & Miller PS
 Helmsman

Interested Parties

Homesite Insurance Co

Jamie Peterson-Morrow

Justin Carlson

Liberty Mutual

Lincoln Financial Group

Lockton

Marc Bodow, MD

Marsch

Marsh

ND Workforce Safety & Ins.

NE WI Technical College

OH Bureau of WC

Ohio Bureau of Workers' Comp

Rachel Savala

Residential Land Services

Roger Blauvelt MD INC PS

Roger G Flygare

SD Ins Guaranty Assoc.

Sentry

State of WA, Dept of Labor

State of Washington

Thomas G Hall & Assoc

Tracy Butikofer

Tyson B Allen

Washington DL&I

Werner Value Added Services

Fisher-Price Brands

Indentured Trustees

Rabbi Trust

Bank U.S.

Professionals

A & G REALTY PARTNERS LLC

A T KEARNEY INC

ADP INCORPORATED

AFFINE INCORPORATED

ALIX PARTNERS LLC

BANK OF AMERICA N A

BERKELEY RESEARCH GROUP LLC

BRANDEMIX

BRIDGEPARK ADVISORS LLC

BUXTON COMPANY INCORPORATED

CARDEN ASSOCIATES LLC

CASS INFORMATION SYSTEMS

CIOX HEALTH

COGNIZANT TECHNOLOGY SOLUTIONS US CORP

CONCEPT 52 LLC

CORE STRENGTHS MANAGEMENT CONSULTING LLC

Davis, Wright Tremaine, LLP

DELOITTE & TOUCHE LLP

DELOITTE TAX LLP

ECONOMIC RESEARCH INSTITUTE

EGON ZEHNDER INTERNATIONAL INC

ELEMENT CREATIVE LLC

ERNST & YOUNG LLP

EXPERIS FINANCE US LLC

FIRST INSIGHT INC

Godfrey & Kahn, S.C.

GREEN BAY CURLING CLUB INC

Hagens Berman

HOULIHAN LOKEY CAPITAL INCORPORATED

INTERNATIONAL BUSINESS

INTERNATIONAL FOUNDATION OF EMPLOYEE

INTRALINKS INC

JAY HEMBY CONSULTING

Issuers of Surety Bonds or LCs

Ace American Insurance

Sentry Insurance

Liberty Mutual Insurance

General Electric Credit

ADTN International LTD

VF JEANSWEAR, L.P.

United States Fidelity & Guaranty

CERTCO INC.

THE CIT GROUP/ COMMERCIAL SERVICES INC.

Nintendo of America

Supervalu Inc.

Sensio Inc.

Intex Development Company

Interested Parties

JAYARAM LAW INC
 JEROME KERN
 JUSTENOUGH SOFTWARE INCORPORATED
 KIRKLAND & ELLIS LLP
 KLEHR HARRISON HARVEY BRANZBURG LLP
 KORN FERRY HAY GROUP INCORPORATED
 KPMG LLP
 LIAZON CORPORATION
 Littler Mendelson, P.C.
 LP SOFTWARE INCORPORATED
 MERCER HEALTH & BENEFITS LLC
 MERIDIAN KNOWLEDGE SOLUTIONS LLC
 METZLER TIMM TRELEVEN SC
 M-III PARTNERS LP
 MILLIMAN INCORPORATED
 MORGAN LEWIS & BOCKIUS LLP
 Moulton Bellingham, P.C.
 NAVEX GLOBAL INC
 NORTH DAKOTA DEPARTMENT OF AGRICULTURE
 NSA MEDIA GROUP INCORPORATED
 ONETOUCHPOINT CCI GREEN BAY
 ORACLE AMERICA INCORPORATED
 PANGBURN GROUP INCORPORATED
 PDX INCORPORATED
 PEOPLE FLUENT INC
 PETER G VANDENHOUTEN
 PRICEWATERHOUSECOOPERS LLP
 PROACTIS
 PROTIVITI INCORPORATED
 RESOURCES GLOBAL PROFESSIONALS
 RUDER WARE LLSC
 RUSSELL REYNOLDS ASSOCIATES
 SPECIAL INTEREST GROUP FOR IIAS STANDARD
 STEVEN WINOGRAD
 SUMTOTAL SYSTEMS LLC
 SYNERCOMM INCORPORATED
 TALX CORPORATION
 Tarter, Krinsky & Drogin, LLP
 TENEO STRATEGY LLC
 TENZING CONSULTING LLC
 TREST BENEFIT SOLUTIONS LLC
 US POSTAL SERVICE

VANGUARD GROUP INCORPORATED
 VPO SERVICES LLC
 Westman, Champlin & Koehler
 WILLIAM NEE
 WIPFLI LLP
 WORKFORCE INSIGHT LLC

Additional Contract Counterparties

A-5
 Affine Analytics
 American President Lines
 Ashley Furniture
 ATKearney
 Barcodes
 BRG
 BullsEye Telecom
 Capital Growth Properties
 Chesapeake Systems
 Cigna Health Medical Vaccine
 Computer Associates
 Cricket Wireless
 DentCo
 DTS Pharmacy Solutions, INC
 East West Marketing Group
 Envision RX Options
 Ernst & Young
 ExploreDx, Absloute, NHIN, PDX
 Express Script
 First Insight
 Fitting Box
 ICA/Extension of J. Kern Agmt
 InfoHold Inc.
 IQVIA
 JBL/Harmon
 Kellermeyer-Bergenson's Services
 Kforce Staffing
 Korn Ferry / Hay Group
 Lectra USA, Inc.
 Lincoln National Life Ins Co
 Lott Enterprises, Inc d/b/a Pure Air
 Maven Wave Partners
 Medical College of Wisconsin School of Pharmacy

Interested Parties

MJ Holding
Monotype
Navitus
NSA Media
Omniceil
OOCL
Proactis
PQS Equipp Star Ratings
Protection 1 Security Solutions
PwC
Resolute / Atlas Sales LLC
Restless Bandit
Resoures Global Professionals
Resourcive
Ring
Rug Doctor, LLC
Russell Reynolds Assoc
Safilo
Sam Larry LLC
SessionM
Shutterstock
State of Colorado DNR
SyncSort
Target Data
Tax Advisors Group
Tenzing
The NDP Group
Trove Professional Services
TrustedSite
TSS ME TZC
Vertiv Services Inc.
Vestcom
Walker
Wying f/k/a Offerpop
Zabest Commercial Group Inc
Zeiss Vision

SCHEDULE 2

Disclosures

Schedule 2

**Hilco Real Estate, LLC ("Hilco")
DISCLOSURES**

- a. Hilco Real Estate Appraisal, LLC, an affiliate of Hilco, was engaged in 2013 by Robert H. Rosenfeld & Associates, a Chicago property tax law firm, for the limited purpose of providing real estate valuations of four Shopko locations in Wisconsin, Nebraska and Idaho. That engagement concluded in 2013.
- b. Hilco provides lease acquisition, disposition, and restructuring services to its commercial real estate clients. In the course of providing such services to various tenants, Hilco may have transacted with one or more of the parties-in-interest identified as landlords of the Debtors on matters unrelated to the Debtors on behalf of Hilco's tenant clients. In 2016, Hilco provided consulting services to Vereit, Inc. on a unique matter unrelated to the Debtors, which engagement concluded in 2016.
- c. Hilco was retained in that certain Case No. 13-90942 in the United States Bankruptcy Court for the Central District of Illinois by the Estate of Earl Gaudio & Son, Inc. as debtor [Dkt 576] to serve as real estate broker and list for sale certain real property (unrelated to the Debtors). The engagement ended September 13, 2017. Earl Gaudio & Son, Inc. is included on the interested parties list as a litigation party of the Debtors.
- d. Hilco's affiliates partner from time to time with the Gordon Brothers Group affiliated companies. Gordon Brothers is identified as a professional in these chapter 11 cases.
- e. Affiliates of Hilco have a debt facility in place with Bank of America, JPMorgan Chase Bank, U.S. Bank, and Bank of Montreal. Hilco is a guarantor under such facility. Other affiliates of Hilco have a debt facility in place with Wells Fargo Bank.
- f. In matters unrelated to the Debtors, affiliates of Hilco previously performed asset valuation, inventory liquidation or field exam services for (or related to) the following entities: (i) Alliance Entertainment, (ii) Ashley Furniture and Ashley Homestores, (iii) Bank of America, N.A., (iv) CIT Bank, N.A., (v) Citizens Business Capital, (vi) Cricket Wireless, (vii) Essendant Co., (viii) Horizon Group USA, (ix) PNC Bank, (x) Pure Fishing, Inc., (xi) Sauder Woodworking Company, (xii) Supervalu, Inc., (xiii) TD Bank, (xiv) Trilliant Food & Nutrition, LLC, (xv) US Bank, and (xvi) Wells Fargo Bank, N.A.
- g. Hilco and/or its affiliates have retained and/or have transacted with the following firms identified as bankruptcy professionals or ordinary course professionals or potential parties in interest in connection with matters wholly unrelated to the Debtors and these chapter 11 cases: (i) Kirkland & Ellis, (ii) Berkeley Research Group, (iii) Deloitte, (iv) Morgan Lewis & Bockius, (v) Klehr Harrison Harvey Branzburg LLP, (vi) PriceWaterhouseCoopers, and (vii) Ernst & Young.
- h. Because of the magnitude of the entire interested parties list in these cases, it is possible that Hilco or its affiliates may represent or may have represented other creditors or interested parties of the Debtors but does not represent any such creditors or parties in connection with these cases. Hilco presently or in the past has served as a professional person in other matters, wholly unrelated to the Debtors or these cases, in which other attorneys, accountants and other professionals of the Debtors, creditors, or other parties in interest may have also served or serve as professional persons.

- i. Hilco does not believe that the foregoing connections create a conflict of interest regarding the Debtors or these chapter 11 cases.

SCHEDULE 3

Payments Received

Shopko
Payments Received

Cust. ID	Date	Check/Ref	Cust. Amount	Fiscal Year	Type
SHOPKO	12/7/2018	Check	\$ 50,000.00	2018	Retainer
SHOPKO	1/2/2019	Wire	\$ 112,104.00	2019	Invoice
SHOPKO	1/2/2019	Wire	\$ 50,000.00	2019	Retainer
SHOPKO	1/14/2019	Wire	\$ 70,384.00	2019	Invoice
SHOPKO	1/15/2019	Wire	\$ 160,496.00	2019	Invoice